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RECORDATION NO. 21610-C FILED
OCT 30 '00 9-53 AM
TS
SURFACE TRANSPORTATION BOARD

October 30, 2000

Recordation No. 21610-C

Dear Mr. Williams:

On behalf of Flex Leasing I, LLC, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Supplement ("Supplement"), dated as of October 30, 2000.

The parties to the enclosed Supplement are:

Flex Leasing I, LLC - LESSOR
Suite 300
234 Front Street
San Francisco, CA 94111

J. M. Huber Corporation - LESSEE
2500 Windy Ridge Parkway
Atlanta, Georgia 30339

The said Supplement, among other things, acts to add to the lease filed under Recordation No. 21610 the equipment listed in Annex A to the Supplement and the Supplement should be recorded under the next available letter under Recordation No. 21610, which letter we believe to be "-C".

The equipment covered by the instant Supplement is as identified in Annex A thereto, copy attached, namely 40 covered hopper cars, FLOX 983415-983454, formerly identified under the LW numbers indicated in Annex A hereto.

A short summary of the Supplement to appear in the Surface Transportation Board Index is as follows:

"Covers 40 covered hopper cars, FLOX 983415-983454."

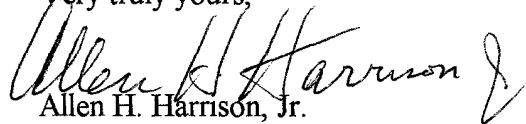
Please enter under this Recordation No. the following cross index reference:

"See Recordation No. 21888-^P~~Q~~."

Enclosed is a check in the amount of fifty-two dollars (\$52.00) in payment of the filing fee (\$26.00) and the cross indexing fee (26.00).

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.

*Attorney for Flex Leasing I, LLC,
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Enclosures

BY HAND

8212-020

ANNEX A

Description of Equipment

Forty (40) 3,250 Cu. Ft. Capacity Covered Hopper Cars numbered:

FLOX 983415 through 983454 inclusive

[J.M. Huber – Schedule 3]

MEMORANDUM OF SUPPLEMENT

FLEX LEASING CORPORATION, FLEX LEASING I, LLC and FLEX LEASING II, LLC collectively filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 21610, on August 31, 1998 at 3:16 p.m. and (b) the Registrar General of Canada (the "RGC") on the 2nd day of September, A.D. 1998 at 1:20 p.m., (ii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21610-A on February 4, 1999 at 3:15 p.m. and (b) the RGC on the 5th day of February, A.D. 1999 at 1:04 p.m. and (iii) that certain Memorandum of Partial Assignment of Lease with (a) the STB, Recordation No. 21610-B on August 31, 1999 at 3:00 p.m. and (b) the RGC on the 1st day of September, A.D. 1999 at 1:16 p.m., relating to the lease described below:

That certain lease (the "Lease") dated as of August 24, 1998, between **FLEX LEASING CORPORATION**, a Delaware corporation ("Flex"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **J.M. HUBER CORPORATION**, a New Jersey corporation ("Lessee"), having its chief executive office at 2500 Windy Ridge Parkway, Atlanta, Georgia 30339, Schedule No. 1 dated as of August 24, 1998 and Schedule No. 2 dated as of December 10, 1998.

The lessor, FLEX LEASING I, LLC, as assignee of Flex, only as to the railcars listed on Annex A attached hereto, and Lessee have added the additional railcars listed on Annex A attached hereto to the Lease and wish to supplement the Memorandum of Lease.

RECORDATION NO. 21610-C FILED

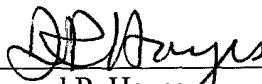
OCT 30 '00

9-53 AM

SURFACE TRANSPORTATION BOARD

Dated as of October 30, 2000

FLEX LEASING I, LLC




Desmond P. Hayes
President

STATE OF CA)
) ss:
COUNTY OF SF)

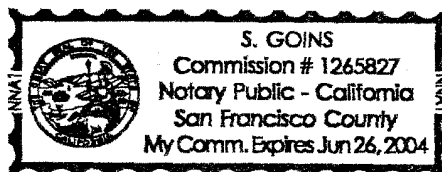
On this 2nd day of October, 2000, personally came before me, Desmond P. Hayes, who, being by me duly sworn, says he is President of Flex Leasing I, LLC and that said writing was signed on the date hereof by him on behalf of said company by its authority duly given. And the said President acknowledged the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 2nd day of October, 2000.

SEAL



Notary Public
My Commission Expires: June 26, 2004



ANNEX A

Description of Equipment

<u>Former Car Marks</u>	<u>New Car Marks</u>
Forty (40) 3,250 Cu. Ft. Capacity Covered Hopper Cars numbered: LW 3200-3224 inclusive LW 3247 LW 3254 LW 3258 LW 3264 LW 3272 LW 3283 LW 3289 LW 3296 LW 3297 LW 3300 LW 3307 LW 3312 LW 3315 LW 3319 LW 3320	Forty (40) 3,250 Cu. Ft. Capacity Covered Hopper Cars numbered: FLOX 983415-983439 inclusive FLOX 983440 FLOX 983441 FLOX 983442 FLOX 983443 FLOX 983444 FLOX 983445 FLOX 983446 FLOX 983447 FLOX 983448 FLOX 983449 FLOX 983450 FLOX 983451 FLOX 983452 FLOX 983453 FLOX 983454

[J.M. Huber – Schedule 3]